

ENTERED

December 14, 2021

Nathan Ochsner, Clerk

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

WASHINGTON PRIME GROUP INC., *et al.*,¹

Reorganized Debtors.

)
) Chapter 11
)
) Case No. 21-31948 (MI)
)
) (Jointly Administered)
) **Re: Docket No. 1176**

FINAL DECREE CLOSING CERTAIN OF THE CHAPTER 11 CASES

Upon the motion (the “Motion”)² of the above-captioned debtors and debtors in possession (collectively, the “Reorganized Debtors,” and prior to the Effective Date of the Plan, the “Debtors”) for the entry of a final decree (this “Final Decree”) closing certain of the chapter 11 cases, all as more fully set forth in the Motion; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. § 1334; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b) and that this Court may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Motion is in the best interests of the Reorganized Debtors, their creditors, and other parties in interest; and this Court having found that the Reorganized Debtors’ notice of the Motion and opportunity for a hearing on the Motion were appropriate and

¹ A complete list of each of the Reorganized Debtors in these chapter 11 cases and the last four digits of their federal tax identification numbers may be obtained on the website of the Reorganized Debtors’ claims and noticing agent at <https://cases.primeclerk.com/washingtonprime>. The Reorganized Debtors’ service address is 180 East Broad Street, Columbus, Ohio 43215.

² Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion.

no other notice need be provided; and this Court having reviewed the Motion; and this Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The cases identified on **Exhibit A** (the “Affiliate Cases”) are hereby closed; *provided* that this Court retains jurisdiction as provided in the Plan and the Confirmation Order.

2. The chapter 11 case of Washington Prime Group Inc., Case No. 21-31948, (the “Remaining Case”) shall remain open pending the entry of a final decree by this Court closing the Remaining Case.

3. All Remaining Matters, whether they pertain to the Remaining Case or an Affiliate Case, shall be filed, administered, and adjudicated in the Remaining Case without the need to reopen any of the Affiliate Cases.

4. A docket entry shall be made in each of the Affiliate Cases substantially similar to the following:

An order has been entered in this case directing that all further reporting concerning the administration of the assets and liabilities in this case will occur only in the case of Washington Prime Group Inc., Case No. 21-31948. The docket in Case No. 21-31948 should be consulted for all matters affecting this case.

5. Any failure of the Reorganized Debtors to file an objection to any Claim or Interest in any of the Affiliate Cases on or prior to entry of this Final Decree shall not constitute allowance of the Claim or Interest and shall not result in such Claim or Interest being deemed Allowed against or in any Reorganized Debtor.

6. The Reorganized Debtors shall, not later than thirty (30) days after the date of entry of this Final Decree Closing Certain of the Chapter 11 Cases, file a post-confirmation report for the fourth quarter of 2021 for the Affiliate Cases through the date of entry of the Final Decree Closing Certain of the Chapter 11 Cases and shall serve a copy of said report on the U.S. Trustee. The combined post-confirmation report shall itemize disbursements by entity.

7. The Reorganized Debtors shall pay the appropriate sum of quarterly fees due and payable under 28 U.S.C. § 1930(a)(6)(A) and (B) with respect to the Affiliate Cases by remitting payment to the United States Trustee Payment Center, P.O. Box 6200-19, Portland, Oregon, 97228-6200 no later than the later of (x) fourteen days after the date of entry of the Final Decree and (y) the date on which such quarterly fees are otherwise due, and shall furnish evidence of such payment to the U.S. Trustee, 515 Rusk, Suite 3516, Houston, Texas. The payment shall reflect the account numbers of the applicable Reorganized Debtor(s) and shall be transmitted with a “Chapter 11 Quarterly Disbursement and Fee Report” available from the acting U.S. Trustee. This Court shall retain jurisdiction to enforce payment of fees assessed under 28 U.S.C. § 1930(a)(6)(A) and (B).

8. All further reporting concerning the administration of the assets and liabilities of the Reorganized Debtors (including monthly operating reports or post-confirmation reports) shall occur only in the Remaining Case. Quarterly fees with respect to the Remaining Case shall be paid pending entry of a final decree closing the Remaining Case.

9. Entry of this Final Decree is without prejudice to (a) the rights of the Reorganized Debtors or any party in interest to seek to reopen any of these chapter 11 cases for cause pursuant to section 350(b) of the Bankruptcy Code, and (b) the rights of the Reorganized Debtors to dispute, in an appropriate non-bankruptcy forum, all claims against the Reorganized Debtors in these

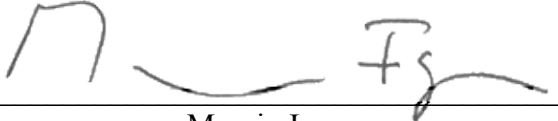
chapter 11 cases as contemplated by the Plan. Nothing in this Final Decree shall change the amount or nature of any distribution, or any other substantive rights, that any claim against or interest in any Reorganized Debtor would have been entitled to under the Plan, the Confirmation Order, the Bankruptcy Code, the Bankruptcy Rules, or otherwise had this Final Decree not been entered.

10. Notwithstanding anything to the contrary in this Final Decree, all of the terms and conditions of this Final Decree shall be immediately effective and enforceable upon its entry.

11. The Reorganized Debtors and their agents are authorized to take all actions necessary to effectuate the relief granted pursuant to this Final Decree in accordance with the Motion.

12. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Final Decree.

Signed: December 14, 2021



Marvin Isgur
United States Bankruptcy Judge

Exhibit A

Affiliate Cases

Debtor	Case No.
Washington Prime Group, L.P.	21-31949
Bloomington Court, LLC	21-31951
Bowie Mall Company, LLC	21-31955
Boynton Beach Mall, LLC	21-31959
C.C. Altamonte Joint Venture	21-31966
C.C. Ocala Joint Venture	21-31970
C.C. Westland Joint Venture	21-31973
Chautauqua Mall, LLC	21-31979
Chesapeake Center, LLC	21-31985
Chesapeake Theater, LLC	21-31991
Clay Terrace Partners, LLC	21-31954
Coral Springs Joint Venture	21-31960
CT Partners, LLC	21-31965
Dare Center, LLC	21-31971
Dayton Mall III LLC	21-31978
Downeast LLC	21-31987
Edison Mall, LLC	21-31993
Empire East, LLC	21-31999
Fairfax Court Center LLC	21-32006
Fairfield Town Center, LLC	21-31947
Fairfield Village, LLC	21-32010
Gaitway Plaza, LLC	21-32017
Greenwood Plus Center, LLC	21-32003
Jefferson Valley Center LLC	21-32012
Keystone Shoppes, LLC	21-32018
KI-Henderson Square Associates, L.P.	21-32022
KI-Henderson Square Associates, LLC	21-32024
KI-Whitemak Associates, LLC	21-32026
Lakeview Plaza (Orland), LLC	21-32030

Debtor	Case No.
Lima Center, LLC	21-32032
Lincoln Crossing, LLC	21-32033
Lindale Mall, LLC	21-32034
Mall at Cottonwood II LLC	21-32035
Mall at Great Lakes, LLC	21-31950
Mall at Irving, LLC	21-31952
Mall at Jefferson Valley, LLC	21-31956
Mall at Lake Plaza, LLC	21-31962
Mall at Lima, LLC	21-31967
Mall at Longview, LLC	21-31977
Maplewood Mall, LLC	21-31983
Markland Fee Owner LLC	21-31990
Markland Mall, LLC	21-31996
Markland Plaza, LLC	21-32000
Martinsville Plaza, LLC	21-32007
Melbourne Square, LLC	21-31975
MFC Beaver creek, LLC	21-31981
Morgantown Mall LLC	21-31989
MSA/PSI Altamonte Limited Partnership	21-32002
MSA/PSI Ocala Limited Partnership	21-32008
Northwoods Ravine, LLC	21-32014
Northwoods Shopping Center, LLC	21-32019
Orange Park Mall, LLC	21-32020
Paddock Mall, LLC	21-32023
Plaza at Buckland Hills, LLC	21-32027
Plaza at Countryside, LLC	21-32029
Plaza at Northwood, LLC	21-31963
Plaza at Tippecanoe, LLC	21-31972
Richardson Square, LLC	21-31986
Rockaway Town Court, LLC	21-31995

Debtor	Case No.
Rockaway Town Plaza, LLC	21-32004
Rolling Oaks Mall, LLC	21-32011
Royal Eagle Plaza LLC	21-32021
Royal Eagle Plaza II LLC	21-32016
Shops at Northeast Mall, LLC	21-32025
Simon MV, LLC	21-32028
SM Mesa Mall, LLC	21-32031
Southern Hills Mall LLC	21-31953
Southern Park Mall, LLC	21-31957
St. Charles Towne Plaza, LLC	21-31961
Sunland Park Mall, LLC	21-31964
The Outlet Collection LLC	21-31969
Town Center at Aurora II LLC	21-31974
University Park Mall CC, LLC	21-31980
University Town Plaza, LLC	21-31984
Village Park Plaza, LLC	21-31988
Villages at MacGregor, LLC	21-31994
Washington Plaza, LLC	21-31997
Washington Prime Management Associates, LLC	21-31958
Washington Prime Property Limited Partnership	21-31968
West Town Corners, LLC	21-31976
Westshore Plaza II LLC	21-31982
Whitemak Associates	21-31992
WPG Management Associates, Inc.	21-31998
WPG Northtown Venture LLC	21-32001
WPG Rockaway Commons, LLC	21-32005
WPG Westshore, LLC	21-32009
WPG Wolf Ranch, LLC	21-32013
WTM Stockton, LLC	21-32015